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**ATTORNEYS FOR MARLA REYNOLDS, TRUSTEE  
OF THE SUPERIOR CREDITOR'S TRUST**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	
	§	<b>Case No. 08-36705-BJH-11</b>
<b>SUPERIOR AIR PARTS, INC.</b>	§	
	§	<b>Hearing Date: 12/23/09</b>
<b>DEBTOR-IN POSSESSION.</b>	§	<b>Hearing Time: 9:00 a.m.</b>

**OBJECTION TO CLAIM NO. 13 FILED BY  
GREAT AMERICAN LEASING CORPORATION**

TO THE HONORABLE BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE:

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN  
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES  
BANKRUPTCY COURT AT 1254 EARLE CABELL FEDERAL BLDG  
AND UNITED STATES COURTHOUSE, 1100 COMMERCE STREET  
DALLAS, TX 75242, BEFORE THE DATE WHICH IS TWENTY (20)  
DAYS FROM THE DATE OF SERVICE HEREOF.**

**ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE  
CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE  
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH  
HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD  
WITH NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR OBJECTION IS TIMELY  
REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE  
UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING  
THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.**

Marla Reynolds, in her capacity as Trustee of the Superior Creditor's Trust (the "Trustee") files this her objection to proof of claim 13 filed by Great American Leasing Corporation (the "Objection") and respectfully represents as follows:

### **Jurisdiction and Venue**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

2. On December 31, 2008 (the "Petition Date"), Superior Air Parts, Inc. (the "Debtor" or "Superior") commenced this case by the filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court").

3. The deadline for filing claims was February 17, 2009 (the "Bar Date").

4. On January 13, 2009, Great American Leasing Corporation ("GALC") filed proof of claim number 13 ("Claim 13") in the amount of \$13,524.47, as a secured claim for a leased phone system .

5. On or about August 27, 2009, the Bankruptcy Court entered an order confirming the Third Amended Plan of Reorganization (the "Plan") jointly proposed by Superior and the Official Committee of Unsecured Creditors (the "Committee"). The Plan became effective on September 28, 2009 (the "Effective Date").

6. Pursuant to the Plan, on the Effective Date, all of the Trust Assets<sup>1</sup> vested in the Superior Creditors Trust (the “Trust”). Marla Reynolds was appointed as Trustee of the Trust. The Trustee has the authority to file objections to Claims.

### **Objection**

7. The Trustee objects to Claim 13 because the amounts owed to GALC, if any, are the responsibility of the Reorganized Debtor.

8. Pursuant to Section 4.2(d) of the confirmed plan of reorganization, GALC was a Class 4 Creditor. Section 4.2(d) provides that:

*The Class 4 Claim consists of the Secured Claim of Great American Leasing Corporation, the collateral for which is the Debtor’s phone system.*

*The Reorganized Debtor will retain the collateral, the holder of the Class 4 Claim will retain its lien on its collateral, and the Reorganized Debtor will continue paying the Class 4 Claim in accordance with the terms of the written agreement without acceleration.*

*The Class 4 Claim is Unimpaired under the Plan and, accordingly, is not entitled to vote on the Plan.*

9. In light of the foregoing, Claim 13 is not an obligation of the Creditors Trust and is therefore not a valid claim against the estate.

### **Reservation of Rights**

10. The relief requested is without prejudice to any claims or causes of action belonging to the Trustee, nor does it constitute a waiver of any claims or causes of action belonging to the Trustee. Additionally, the Trustee expressly reserves the right to further amend or supplement this Objection to assert additional bases for objecting to Claim 13 on any other ground.

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<sup>1</sup> All capitalized terms not defined herein shall have the meaning ascribed to such term in the Plan.

**Prayer**

WHEREFORE, the Trustee respectfully requests that the Court enter an order (a) sustaining the Trustee's objections Claim 13; (b) disallowing Claim 13; (c) expunging the official claims register in this bankruptcy cases of Claim 13 pursuant to this Objection and (d) granting the Trustee any and all other relief, at law or in equity, to which the Trustee may be justly entitled.

Dated: November 12, 2009  
Dallas, Texas

Respectfully submitted,

BAKER & MCKENZIE LLP

By: /s/ Elliot D. Schuler  
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**ATTORNEYS FOR MARLA REYNOLDS,  
TRUSTEE OF THE SUPERIOR  
CREDITOR'S TRUST**

**CERTIFICATE OF SERVICE**

The undersigned attorney hereby certifies that on November 12, 2009 a true and correct copy of the foregoing Objection was served upon the following via US mail:

**Claimant:**

GreatAmerica Leasing Corporation  
PO Box 609  
Cedar Rapids, IA 52406-0609

**U.S. Trustee:**

Mary Frances Durham  
Office of the United States Trustee  
1100 Commerce Street, Room 976  
Dallas, TX 75242

/s/ Elliot D. Schuler

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Elliot D. Schuler